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08 AUG 11 AM 8:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CARIBBEAN MARINE MANAGEMENT INC
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

ELISEO L DIAZ
(Contact Person)

CARIBBEAN MARINE MANAGEMENT INC
(Firm/Company)

1523 W 42 PLACE
(Address)

HIALEAH, FL 33012
(City/State and Zip Code)

For further information concerning this matter, please call:

TERESA PEREZ At (305) 979-4115
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0301, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
ATLANTIC SURVEY & MARINE MANAGEMENT	DADE-COUNTY	FICTIONOUS NAME

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
CARIBBEAN MARINE MANAGEMENT INC	DADE-COUNTY	CORPORATION

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

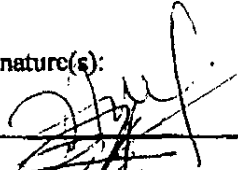
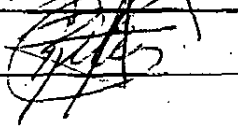
SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
CARIBBEAN MARINE MANAGEMENT INC		ELISEO L. DIAZ
ATLANTIC SURVEY & MARINE SERVICES		RODOLFO A. DE PABLOS REYES

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General Partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of a member or authorized representative

Fees:

\$35.00 Per Party

Certified Copy (optional):

\$8.75

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 TALLAHASSEE, FLORIDA

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
ATLANTIC SURVEY & MARINE SERVICES	DADE-COUNTY	FICTITIOUS NAME

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
CARIBBEAN MARINE MANAGEMENT INC	DADE-COUNTY	CORPORATION

THIRD: The terms and conditions of the merger are as follows:

ATLANTIC SURVEY & MARINE SERVICES' BUSINESS, WILL MERGE
TO CARIBBEAN MANAGEMENT INC.

THIS MERGE WILL INCLUDE OBLIGATIONS AND RECEIVABLES.

(Attach additional sheet if necessary)

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

ALL ATLANTIC SURVEY SERVICES' BANK ACCOUNTS WILL BE
CLOSED AND TRANSFERRED TO CARIBBEAN MARINE MANAGEMENT INC,
AS CAPITAL, WHERE MR. RODOLFO A. DE PABLOS VELEZ IS THE VP.
THE OBLIGATIONS AND RECEIVABLES WILL BE TRANSFERRED
TO CARIBBEAN MANAGEMENT INC.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

CARIBBEAN MARINE MANAGEMENT INC WILL ACQUIRED ALL
CASH ACCOUNTS, DEBTS, OBLIGATIONS AND RECEIVABLES
FROM ATLANTIC SURVEY & MARINE SERVICES, AS CAPITAL
FROM THE OWNER, WHO IS THE VP FOR THIS COMPANY.

(Attach additional sheet if necessary)

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CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

(Attach additional sheet if necessary)

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SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

CARIBBEAN MARINE MANAGEMENT, INC

DOC NO. P03000084659, FILED 08/04/2003

ATLANTIC SURVEY & MARINE SERVICES

DOC NO. G0235190(K)55, FILED 12/17/2002

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)